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10 Attorneys for Defendant
11 GROUPME, INC.

12 UNITED STATES DISTRICT COURT
13 NORTHERN DISTRICT OF CALIFORNIA
14 OAKLAND DIVISION

15 BRIAN GLAUSER, individually and on behalf
of a class of similarly situated individuals,

16 Plaintiffs,

17 v.

18 TWILIO, INC., a Delaware corporation; and
19 GROUPME, INC., a Delaware corporation,

20 Defendants.
21

Case No. 4:11-cv-02584-PJH

**DECLARATION OF J. JONATHAN
HAWK UNDER CIVIL LOCAL RULE 79-
5(e)(1) IN SUPPORT OF PLAINTIFF
BRIAN GLAUSER'S ADMINISTRATIVE
MOTION TO FILE DOCUMENTS
UNDER SEAL**

DECLARATION OF J. JONATHAN HAWK

I, J. Jonathan Hawk, declare:

1. I am an associate in the law firm of White & Case LLP, attorneys of record for defendant GroupMe, Inc. ("GroupMe") in this action. I have personal knowledge of the facts set forth herein, and could testify competently thereto if called upon to do so.

2. On September 30, 2014, plaintiff Brian Glauser ("Plaintiff") filed an administrative motion (Dkt. No. 129), seeking to file under seal the Declaration of Shawn C. Davis ("Davis Declaration"), as well as 5 documents, Exhibits A through D to the Davis Declaration, in support of Plaintiff's opposition to GroupMe's summary judgment motion (Dkt. No. 107). GroupMe, at the time of production, designated Exhibits A through D, including portions of those documents incorporated and discussed in the Davis Declaration, "HIGHLY CONFIDENTIAL – ATTORNEYS' EYES ONLY" or "HIGHLY CONFIDENTIAL – SOURCE CODE," pursuant to the protective order the Court entered on June 23, 2014 (Dkt. No. 111 at §§ 2.2, 2.7, 2.8).

3. GroupMe supports Plaintiff's request to file Exhibits A through D and the Davis Declaration under seal. I submit this declaration under Civil Local Rule 79-5(e)(1) to request the Court seal Exhibits A through D and the Davis Declaration, as those documents contain GroupMe's protected, proprietary confidential information and trade secrets as discussed below.¹

Exhibit A

4. GroupMe designated Exhibit A as "HIGHLY CONFIDENTIAL – ATTORNEYS' EYES ONLY." (Dkt. No. 131-2.)

5. Exhibit A shows the structure of certain databases GroupMe developed for its

¹ The Davis Declaration, in addition to Exhibits A through D, incorporates and discusses 5 more documents that were the subject of Plaintiff's August 29, 2014 administrative motion (Dkt. No. 119) to file under seal certain documents in support of his motion to certify a class (Dkt. No. 120). Those 5 documents are Exhibits B, C, E, J and P to Plaintiff's first administrative motion, and GroupMe, at the time of production, designated them "CONFIDENTIAL" and "HIGHLY CONFIDENTIAL – SOURCE CODE," pursuant to the protective order. GroupMe filed a declaration in support of Plaintiff's administrative motion pursuant to Civil Local Rule 79-5(e)(1) on September 3, 2014 (Dkt. No. 121). The Court has not yet ruled on Plaintiff's first administrative motion, and GroupMe reaffirms its support for filing those documents under seal and incorporates by reference its declaration (Dkt. No. 121) in support thereof.

1 proprietary social group texting service to perform certain functions. This information is not
 2 public. It is proprietary to GroupMe. GroupMe treats it as highly confidential and valuable trade
 3 secret information. Public disclosure of GroupMe's proprietary database structures would cause
 4 it competitive harm.

5 **Exhibits B through D**

6 6. GroupMe designated Plaintiff's Exhibits B through D as "HIGHLY
 7 CONFIDENTIAL – SOURCE CODE." (Dkt. No. 131-3 to 131-5.)

8 7. Exhibits B through D set forth excerpts of source code GroupMe developed for its
 9 proprietary social group texting service to perform certain functions. GroupMe's source code,
 10 including the excerpts contained in Exhibits B through D, is not public. GroupMe treats its
 11 source code as highly confidential and valuable trade secret information. Public disclosure of
 12 GroupMe's source code would cause it competitive harm. *See Agency Solutions.com, LLC v.*
 13 *TriZetto Group, Inc.*, 819 F. Supp. 2d 1001, 1017 (E.D. Cal. 2011) (noting "source code is
 14 undoubtedly a trade secret"); *see also Brocade Commcn's Syst., Inc. v. A10 Networks, Inc.*, No.
 15 10-cv-03428-PSG, Dkt. No. 918 at 4 (N.D. Cal. Mar. 26, 2013) (noting "source code" and "trade
 16 secret descriptions" "may be sealed").

17 8. GroupMe's documents identified above are highly sensitive, proprietary and
 18 confidential information that it protects. GroupMe has an overriding interest in protecting their
 19 confidentiality that overcomes the right of the public to these documents. GroupMe respectfully
 20 requests the Court permit Plaintiff to file Exhibits A through D under seal.

21 **Davis Declaration**

22 9. Plaintiff seeks to file the Davis Declaration under seal, as it contains excerpts and
 23 discussion of Exhibits A through D. (Dkt. No. 131-1.)

24 10. As discussed above, Exhibits A through D are not public, and contain highly
 25 sensitive, proprietary and confidential information that belongs to GroupMe and that GroupMe
 26 protects. As GroupMe has an overriding interest in protecting the confidentiality of the
 27 information in Exhibits A through D that overcomes the right of the public to view these
 28 documents, the entire Davis Declaration, which incorporates portions of Exhibits A through D

1 and discusses their contents, should be sealed.

2 I declare under penalty of perjury the foregoing is true and correct under the laws of the
3 United States of America.

4 Executed this 2nd day of October, 2014, at Los Angeles, California.

5 /s/ J. Jonathan Hawk

6 J. Jonathan Hawk